

**SPECIAL NOTICE LETTER
URGENT LEGAL MATTER – PROMPT REPLY NECESSARY
CERTIFIED MAIL: RETURN RECEIPT REQUESTED**

Re: Ellsworth Industrial Park Site
Wisconsin Avenue
Downers Grove, DuPage County, Illinois (the “Site”)

Dear Sir:

The United States Environmental Protection Agency (U.S. EPA) has undertaken response actions at the Ellsworth Industrial Park Site (the Site) pursuant to the Comprehensive Environmental Response, Compensation, and Liability Act of 1980, 42 U.S.C. §9601 *et seq.*, as amended by the Superfund Amendments and Reauthorization Act of 1986, Public Law 99-499 (CERCLA). These actions, which include extensive sampling in and around the Site have documented the release or threatened release of hazardous substances, pollutants, and contaminants at the Site. A list referencing the sampling activities and studies which have taken place in Ellsworth Industrial Park Site is included in Enclosure A. Specific findings from certain of these studies concerning the Site are presented in the proposed Administrative Order on Consent (AOC) appended hereto as Enclosure D.

Additional Response Actions

Unless U.S. EPA determines that a Potentially Responsible Party (PRP) will voluntarily undertake the response action necessary at the Site, U.S. EPA may, under Section 104 of CERCLA, undertake the response action itself and, under Section 107 of CERCLA, seek reimbursement from PRPs of all costs incurred in connection with the action taken. Such costs may include, but are not limited to, expenditures for investigation, planning, response and enforcement activities. Moreover, under Section 106 of CERCLA, U.S. EPA may order

responsible parties to implement relief actions deemed necessary by U.S. EPA to protect the public health, welfare or environment from an imminent and substantial endangerment because of an actual or threatened release of a hazardous substance from a Facility.

In addition to those further response actions enumerated above, U.S. EPA may, pursuant to its authorities under CERCLA and other laws, determine that other clean-up activities are necessary to protect public health, welfare and the environment.

PRP Determination

PRPs under Section 107 of CERCLA include current owners and operators at the Site and former owners and operators at the Site at the time of disposal of hazardous substances, as well as persons who owned or possessed hazardous substances and arranged for disposal, treatment, or transportation of such hazardous substances and persons who accepted hazardous substances for transportation for disposal or treatment to a facility selected by such transporter. U.S. EPA has information indicating that you are a PRP with respect to the Site. A general description of the sources of information regarding PRPs at the Site is provided in Enclosure A to this letter. By this letter, U.S. EPA notifies you of your potential liability with regard to this matter and encourages you, as a PRP, to reimburse U.S. EPA for its costs incurred to date and to voluntarily perform or finance the response activities that the U.S. EPA has determined or will determine are required at the Site.

Special Notice and Negotiation

Pursuant to Section 122(e)(1) of CERCLA, U.S. EPA has determined that a period of negotiation may facilitate an agreement between the PRPs and U.S. EPA for implementation or financing of the response action. Accordingly, U.S. EPA is contacting PRPs identified for the Site to resolve their liability with respect to the Site. To assist the PRPs in negotiating with U.S. EPA concerning this matter, attached to this letter is a list of the names and addresses of other PRPs to whom this notification is being sent. It should be noted that inclusion on or exclusion from this list does not constitute a final determination by U.S. EPA concerning the liability of any party for remediation of the Site or for payment of past costs.

Upon your receipt of this Special Notice, you will have a maximum of 60 days to coordinate with any PRPs and to present to U.S. EPA a "good faith offer" to conduct and/or finance the remedial action to negotiate the terms of a Administrative Order on Consent. In accordance with the requirements of Section 122(e)(2), during this 60-day moratorium, U.S. EPA will not commence remedial action at the Site. U.S. EPA may, however, commence any additional studies or investigations authorized under Section 104(b), and take any action at the Site should a significant threat to human health or the environment arise during the negotiation period.

Good Faith Offer

A "good faith offer" as referenced above shall include the following:

- * a statement of the PRPs' willingness to conduct or finance a CERCLA Remedial Investigation and Feasibility Study (RI/FS) which is consistent with the proposed AOC and Statement of Work (SOW) and which provides a sufficient basis for further negotiations in light of U.S. EPA's SOW;
- * a detailed response to, and detailed comments, if any, on the attached proposed AOC and SOW. If your offer contemplates modifications to the AOC or SOW, please make revisions or edits to the enclosed draft and submit a version to U.S. EPA showing any such modifications. Your response should provide reasons for or the basis of major revisions to the attached proposal;
- * a demonstration of the PRPs' technical capability to undertake the RI/FS. This includes that the PRPs identify the firm expected to conduct the work, or that the PRPs identify the process they will undertake to select a firm;
- * a demonstration of the PRPs' capability to finance the RI/FS;
- * a statement of the PRPs' willingness to reimburse U.S. EPA for past response and oversight costs;
- * the name, address, and phone number of the party or steering committee who will represent the PRPs in negotiations; and
- * a discussion of interim response measures that the PRPs may conduct to reduce or eliminate current exposures to contamination prior to implementation of the RI.

If U.S. EPA receives from the PRPs within the 60-day calendar period a written "good faith offer" which demonstrates the PRPs' qualifications and willingness to conduct or finance the RI/FS consistent with the attached AOC and SOW, U.S. EPA may extend its moratorium on commencement of the response action work up to an additional 30 calendar days. The purpose of this additional time is to allow the PRPs and U.S. EPA a period of time to finalize the settlement.

If a "good faith proposal" is not received within the initial 60-day moratorium, U.S. EPA, pursuant to Section 122(e)(4), may proceed to immediately undertake such further action as is authorized by law, utilizing public funds available to the Agency.

Demand for Costs Incurred

As mentioned above, in accordance with CERCLA and other authorities, U.S. EPA has already undertaken certain actions and incurred certain costs in response to conditions at the Site. Certain of these response actions are summarized in Paragraph 2 of Enclosure A to this

letter. As soon as practicable, U.S. EPA will send Respondent(s) a bill for "past response costs" at the Site. U.S. EPA's bill will include an Itemized Cost Summary. "Past response costs" are all costs, including, but not limited to, direct and indirect costs and interest, that the United States, its employees, agents, contractors, consultants, and other authorized representatives incurred and paid with regard to the Site prior to the date of this letter. The Agency anticipates expending additional funds for response activities at the Site under the authority of CERCLA and other laws. In accordance with Section 107(a) of CERCLA, demand is also hereby made under these authorities for payment of all future costs that U.S. EPA may accrue in regard to the Site.

PRP List

As stated above, the attached list of names and addresses of any other PRPs to whom this notification is being sent is provided to assist you in contacting other PRPs in this matter and to negotiate with U.S. EPA. This list is appended as Enclosure B to this letter. Information regarding a ranking by volume and nature of substances contributed by each PRP, as contemplated by Section 122(e)(4)(A), is not available at this time. However, the AOC attached hereto as Enclosure D sets forth the areas within the Site with which each PRP is associated.

Initial Conference

To further facilitate your and any other PRPs' ability to present a "good faith offer" within the 60-day time limit, an initial settlement conference will be held. An agenda indicating the topics for discussion is appended as Enclosure C. A draft AOC and a SOW is enclosed as Enclosure D and E, respectively

90 Day Deadline

Except in extraordinary circumstances explained in a written request, no extension to the second 30 day moratorium period will be granted by U.S. EPA. As stated above, if no agreement can be reached, pursuant to Section 122(e)(4), U.S. EPA may immediately proceed to undertake such further action as authorized by law to conduct an RI/FS at the Site.

U.S. EPA Notification

As a PRP, you should notify U.S. EPA in writing within 10 days of receipt of this letter of your willingness to participate in negotiations to perform or finance the activities described above. If U.S. EPA does not receive a timely response, U.S. EPA will assume that you do not wish to negotiate a resolution of your potential responsibility in connection with the Site and that you have declined any involvement in performing the response activities.

The response should indicate the appropriate names, addresses, e-mail addresses and telephone numbers for further contact with you. If you are already involved in discussions

with state or local authorities, engaged in voluntary clean-up action or involved in a lawsuit regarding this Site, you should continue such activities as you see fit. This letter is not intended to advise or direct you to restrict or discontinue any such activities; however, you are advised to report the status of those discussions or actions in the response to this letter and to provide a copy of the response to any other parties involved in those discussions or actions. The response letter should be sent to:

Mazin M. Enwiya, RPM
Remedial Response Section #3
U.S. Environmental Protection Agency
77 W. Jackson Blvd. (SR-6J)
Chicago, Illinois 60604-3590

-or-

Thomas J. Krueger, Associate Regional Counsel
U.S. Environmental Protection Agency
77 W. Jackson Blvd. (C-14J)
Chicago, Illinois 60604-3590

Natural Resource Trustee Notification

By a copy of this letter, U.S. EPA is notifying the State of Illinois and the Natural Resources Trustees, in accordance with Section 122(j) of CERCLA, of its intent to enter into negotiations concerning the conduct of an RI/FS at the Site, and is also encouraging them to consider participation in such negotiations.

Further Information

If you need further information regarding this letter, you may contact Mr. Enwiya, the Remedial Project Manager at (312) 353-8414. If you have an attorney handling your legal matters, please direct his or her questions to Mr. Krueger at (312) 886-0562.

We hope that you will give this matter your immediate attention.

Sincerely yours,

Wendy L. Carney, Chief
Remedial Response Branch #1

Enclosures

- A. Site Activities and Information
- B. PRP Service List
- C. Negotiation Meeting Discussion Items
- D. AOC
- E. SOW

cc: (Letter and all Enclosures)

Fred Nika, IEPA

Office of Illinois Attorney General

Michael T. Chezik, Natural Resources Damages Trustee

bcc: Office of Enforcement and Compliance Monitoring
T. Krueger, ORC, C14-J
M. Mankowski, SR-14J
M. Enwiya, RPM, SR-14J

CONCURRENCE REQUESTED

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REMEDIAL ENFORCEMENT SUPPORT SEC, RRB1, SFD

AUTHOR	SEC'TY	SEC CH	BR CH	RPM/WMD	ORC
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ENCLOSURE A

1. The U.S. EPA has evaluated a large body of information and evidence in connection with its investigation of the Site. Based on these investigations, the U.S. EPA has information indicating that you are a potentially responsible party with respect to this Site. Specifically, the U.S. EPA has reason to believe that you are the owner/operator of the facility, or a former owner/operator of the facility at the time of disposal of hazardous substances at the facility.

2. The U.S. EPA and/or IEPA have conducted the following sampling/studies at the Site:

- a. Weston Solutions, Inc. Phase I Site Assessment Report
- b. Weston Solutions, Inc. Phase II Site Assessment Report

3. Response costs associated with the Site have been incurred by the U.S. EPA. The total U.S. EPA cost incurred for the above referenced studies and activities is currently being determined.

ENCLOSURE B

POTENTIALLY RESPONSIBLE PARTIES

Ames Supply Company
c/o John W. Loseman
Lewis, Overbeck & Furman
135 S. LaSalle St., Suite 2300
Chicago, IL 60603-4274
fax: (312) 580-1201

Ames Supply Company
2537 Curtiss Street
Downers Grove, IL 60515
fax: (630) 964-0497

Arrow Gear
James E. Pielsticker, Exec. Vice President
2301 Curtiss Street
Downers Grove, IL 60515-4036
fax: (630) 969-0253

Arrow Gear
c/o Carey S. Rosemarin
707 Skokie Blvd., Suite 505
Northbrook, IL 60062 -2857
fax: (847) 896-5786

Bison Gear & Engineering Co.
c/o Joseph A. Strubbe
Vedder, Price, Kaufman & Kammholz
222 N. LaSalle St.
Chicago, IL 60601
fax: (312) 609-5005

Bison Gear & Engineering Co.
3850 Ohio Avenue
St. Charles, IL 60174
fax: (630) 377-6777

Downers Grove Sanitary District
c/o Mark A. Latham
Gardner Carton & Douglas Suite 3400
321 N. Clark Street
Chicago, IL 60610-4795
fax: (312) 644-3381

Downers Grove Sanitary District
2710 Curtiss Street
P.O. Box 1412
Downers Grove, IL 60515-0703
fax: (630) 969-0827

Fusibond Piping Systems
c/o Brett D. Heinrich
Meckler, Bulger & Tilson
123 North Wacker Drive - Suite 1800
Chicago, IL 60606
fax: (312) 474-7898

Fusibond Piping Systems
2615 W. Curtiss St.
Downers Grove, IL 60515
fax: (630) 969-2355

William Helwig
2310 N Brighton Pl
Arlington Heights, IL 60004

Liberty Copper & Wire
c/o Litton Systems, Inc.

Jill M. Palmer
Northrop Grumman Corp.
Washington Office
1000 Wilson Blvd., Ste. 2300
Arlington, VA 22209-2278
fax: (703) 351-8311

Lindy Manufacturing Company
c/o Pamela R. Hanebutt
Eimer Stahl Klevorn & Solberg
122 S. Michigan Ave., Suite 1776
Chicago, IL 60603
fax: (312) 692-1718

Magnetrol International, Inc.
c/o Michael J. Maher
Swanson, Martin & Bell
One IBM Plaza - Suite 2900
330 North Wabash
Chicago, IL 60611
fax: (312) 321-0990

Molex, Incorporated
c/o Gene Hermann
Security/Safety Manager
2222 Wellington Ct.
Lisle, IL 60532
fax: (630) 968-8356

The Morey Corporation
Dana Morey, Vice President
100 Morey Drive
Woodridge IL 60517
fax: (630) 754-2001

Precision Brand Products, Inc.
c/o A. Bruce White
Karaganis, White & Magel
414 North Orleans Street - Suite 810
Chicago, IL 60610
fax: (312) 836-9083

Principal Manufacturing Corporation
c/o Norman S. Lynn, Registered Agent
89 O'Leary Drive

Lindy Manufacturing Company
David A. Collins, President
6 South 167 Canterbury Court
Naperville, IL 60540
fax: (630) 963-5308

Magnetrol International, Inc.
5300 Belmont Road
Downers Grove, IL 60515
fax: (630) 969-9489

Molex, Incorporated
c/o Charles T. Wehland
Jones, Day, Reavis & Pogue
77 West Wacker
Chicago, IL 60601-1692
fax: (312) 782-8585

The Morey Corporation
c/o Jeff Zimmerman
Foley & Lardner
300 K Street, NW
Washington DC 20007
fax: (202) 672-5399
Precision Brand Products, Inc.
2250 Curtiss Street
Downers Grove, IL 60515
fax: (630) 969-0310

Principal Manufacturing Corporation
Paul A. Barnett, President
2800 S 19th Avenue

Bensenville, IL 60106-1135

Broadview, IL 60153
fax: (708) 865-7632

RHI Holdings
c/o Donald E. Miller
Senior Vice-President and General Counsel
The Fairchild Corporation
45025 Aviation Drive, Suite 400
Dulles, VA 20166-7516
fax: (703) 478-5775

Rexnord Corporation
c/o Todd R. Wiener
McDermott, Will & Emery
227 West Monroe Street
Chicago, IL 60606-5096
fax: (312) 984-2098

Rexnord Corporation
2400 Curtiss Street
Downers Grove, IL 60515
fax: (630) 969-8827

Scot Incorporated
c/o Anthony Navitsky, Vice President and CFO
Randy Slaboch, Director of Operations
2525 Curtiss Street
Downers Grove, IL 60515
fax: (630) 969-4719

Suburban Self Storage
2333 Wisconsin Avenue
Downers Grove, IL 60515

Suburban Self Storage
c/o Robert K. Temple
McGuire Woods
77 West Wacker Drive
Chicago IL 60601
fax: (312) 849-8157

Tricon Industries, Inc.
c/o Carol A. Douglas
Ungaretti & Harris
3500 Three Bank One Plaza
Chicago, IL 60602
fax: (312) 977-4405

Tricon Industries, Inc.
Corporate Headquarters
Ralph Grandle, President
1600 Eisenhower Lane, #200
Lisle, IL 60532
fax: (630) 963-0597

White Lake Building Corporation
2537 Curtiss Street
Downers Grove, IL 60515
fax: (630) 964-0497

MAGNETEK, Inc.
c/o Peter Schneider, Manager
Environmental Affairs
26 Century Boulevard
Suite 600
Nashville, TN 37214
fax: (615) 316-5181

ENCLOSURE C

AGENDA FOR MEETING

Tentatively planned for Wednesday, October 30, 2002 at U.S. EPA's offices at 77 West Jackson Blvd, Chicago, IL. U.S. EPA will be in contact with you to confirm the date and the details.

Topics for discussion:

- *Background Information on the Site
- *Response Activities to Date
- *Liability of Responsible Parties Under CERCLA
- *Explanation of Expected PRP Response Activities Including Interim Actions.
- *Structure of Consent Order Negotiations

ENCLOSURE D

Administrative Order on Consent

ENCLOSURE E

Scope of Work